

NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY

Crenshaw, Ware & Martin, PLC,
12th floor conference room
1200 Bank of America Center
Norfolk, VA 23510

A regular meeting of the Board of Directors was held December 15, 2009 at 10:00 a.m.

PRESENT: Mr. C. H. Allison
Mr. W. Clement
Mr. T. J. Drake (by conference call)
Mr. T. L. Ingram
Mr. M. D. Manion
Mr. D. H. Stinson, Chairman
Mrs. D. N. Coleman

Also present were Mr. J. L. Chapman, IV, representing the Company's General Counsel, Steven Armbrust, CSX counsel and Greg Summy, NS counsel.

There being a quorum, the Chairman called the meeting to order.

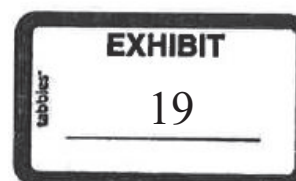
The minutes of the October 5, 2009 and October 26, 2009 meetings of the Board of Directors were presented. A motion was duly made and seconded to approve the minutes. After discussion, a motion was duly made and seconded to table the minutes until the next meeting to include additional content requested by Mr. Ingram. The motion to table was approved unanimously.

Mrs. Coleman reviewed performance for 2009 and presented the proposed budget for 2010. Upon motion duly made and seconded, the proposed 2010 budget was unanimously approved. A copy is attached as Exhibit A.

Mr. Stinson presented NPBL management's recommendations for tariff changes to address cash flow and automation requirements. A motion was made and seconded for approval of the tariff as presented. Following discussion, the motion to approve the tariff changes passed. For: Allison, Drake, Manion and Stinson; Against: Clement and Ingram. A copy is attached as Exhibit B.

Mr. Stinson presented the proposed 2010 Capital Expenditure Plan and reviewed the approved capital expenditures for 2009. Upon motion duly made and seconded, the 2010 proposed Capital Expenditure Plan was unanimously approved. A copy is attached as Exhibit C.

Mr. Stinson presented the Board with an overview of major accomplishments in 2009 and salary recommendations for 2010. The Board then went into Executive Session, during which the following salary adjustments were, upon the motion duly made and seconded, approved to take effect July 1, 2010:



Position	Current Salary	% of New Increase	New Salary
President & General Manager	87,000	4%	90,480
Vice-President Comptroller & Corporate Secretary	\$86,250	4%	\$89,700
Terminal Superintendent	\$85,250	deferred	\$85,250
Treasurer	\$71,700	3%	\$73,850
Administrative Assistant	\$40,000	3%	\$41,200
Totals	\$283,200	2.4%	\$290,000

Mr. Stinson presented management's recommendation for payment of a stock dividend. Upon motion duly made and seconded, a dividend of 6% on the par value of the capital stock, payable December 22, 2009 to stockholders of record December 15, 2009 was approved unanimously.

Mr. Chapman presented a litigation status update.

Mr. Stinson presented by memorandum an update on the company's safety performance for 2009.

Mr. Stinson presented company performance goals for 2010. After discussion it was suggested that the goals be re-stated to include performance in each category for the prior three years, including final 2009 performance, and presented at the next Board meeting.

Mr. Stinson presented by memorandum an update on non-agreement employee status and projected turnover.

A lease proposal from Salmons, Inc. was presented to the Board and management reported to the Board that terms of a lease were currently being negotiated. Management will keep the Board informed before an agreement is reached. The Board will have an opportunity to call a meeting to further discuss and take action on the agreement if, in the directors' opinion, such action is warranted.

The next meeting of the Board of Directors will be held in Norfolk, Virginia in conjunction with the Company's Annual Meeting of Stockholders on Wednesday, April 7, 2010 at 10:00 am.

There being no further business, the meeting was, on motion duly made and seconded, adjourned at 1:15 p.m.

A handwritten signature in black ink, appearing to read 'D. Coleman', with a long horizontal stroke extending to the right.

Donna N. Coleman
Corporate Secretary

Confidential

NORFOLK AND PORTSMOUTH BELT LINE RAILROAD CO.**STATEMENT OF INCOME****2010 BUDGET**

Railway operating revenues:

Switching revenues	\$ 4,168,966
Demurrage revenues	<u>800,000</u>
Total railway operating revenues	<u>4,968,966</u>

Railway operating expenses:

Compensation and benefits	2,369,019
Purchased services and rents	1,542,500
Fuel	167,000
Depreciation	175,000
Material and other	<u>356,550</u>
Total railway operating expenses	<u>4,610,069</u>

Income from railway operations	358,897
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Other income (expense):

Other income net	240,000
Interest expense on debt	<u>(175)</u>
Total other income (expense)	<u>239,825</u>

Income before income taxes	598,722
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Provision for income taxes:

Current inc taxes	175,000
Deferred inc taxes	<u>50,000</u>
Total income taxes	<u>225,000</u>

Net income (loss)	<u><u>\$ 373,722</u></u>
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NPB 6004-A
Cancels
NPB 6004

***NORFOLK AND PORTSMOUTH BELT LINE RAILROAD
COMPANY***

**TARIFF NPB 6004-A
CANCELS
TARIFF NPB 6004**

DEMURRAGE RULES AND CHARGES

STORAGE RULES AND CHARGES

Applying at all NPB points in the South Hampton Roads Area

ISSUED December 15, 2009

EFFECTIVE February 1, 2010

Issued By
NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY
1050 Virginia Avenue
P. O. Box 7547
Portsmouth, VA 23707

TARIFF NPB 6004-A

 RULES AND OTHER GOVERNING PROVISIONS
 GENERAL RULES AND REGULATIONS

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ITEM 5 - APPLICATION OF REFERENCE PUBLICATIONS

The following publications contain rules, regulations, charges and allowances specifically referred to herein or may apply directly or indirectly along with the terms of demurrage, storage etc that is covered in this publication.

AAR 2 - Hazardous Materials Shipping Descriptions (49-series STCC numbers)
 BOE 6000 Bureau of Explosives Rules
 RER 6411 Official Railway Equipment Register
 RPS 6740 Heavy Duty Flat Car Charges
 OPSL 6000 Open and Prepay Station List
 STCC 6001 Standard Transportation Commodity Code
 UFC 6000 Uniform Freight Committee

ITEM 20 - REFERENCE TO TARIFFS, ITEMS, NOTES, RULES, ETC.

Where reference is made in this tariff to tariffs, items, notes, rules, etc. such references are continuous and include supplements to and successive issues of such tariffs and reissues of such items, notes, rules, etc.

ITEM 40 - CONSECUTIVE NUMBER

Where consecutive numbers are represented in this tariff by the first and last numbers connected by the word "to" or a hyphen they will be understood to include both of the numbers shown. If the first number only bears a reference mark such reference mark also applies to the last number shown and to all numbers between the first and last numbers.

ITEM 75 - METHOD OF CANCELLING ITEMS

As this tariff is supplemented, numbered items with letter suffixes will be used in alphabetical sequence starting with A. Example: Item 445-A cancels Item 445, and Item 365-B cancels Item 365-A in a prior supplement, which in turn cancelled Item 365.

ITEM 100 - METHOD OF DENOTING REISSUED MATTER IN SUPPLEMENTS

Matter brought forward without change from one supplement to another will be designated as "Reissued" by a reference mark in the form of a square enclosing a number (or letter, or number and letter) being that of the supplement in which the reissued matter first appeared in its currently effective form. To determine its original effective date, consult the supplement in which the reissued matter first became effective

ITEM 200 - GLOSSARY OF TERMS

FOR THE PURPOSE OF APPLYING PROVISIONS IN THIS PUBLICATION IN THE FOLLOWING ARE DEFINED AND SHALL GOVERN:

TARIFF NPB 6004-A

 RULES AND OTHER GOVERNING PROVISIONS
 GENERAL RULES AND REGULATIONS

1. **Actual Placement:** - When a car is placed in an accessible position for loading or unloading or at a point designated by consignor or consignee.
2. **Allowance Days:** - Are days in addition to credits earned for which charges will not be assessed. Car Days are reduced by the number of allowance days.
3. **Car Days:** - A twenty four (24) hour period or fraction thereof commencing 0001 hours (Local time) after actual or constructive placement until the car is released and available to NPB.
4. **Closed Gate:** - When a car cannot be placed on consignee's siding at time of arrival due to siding having a locked gate-, door and/or standing instructions not to place any cars unless the consignee first contacts NPB for placement instructions. All cars are constructively placed at time of arrival.
5. **NPB Track:** - All tracks which NPB provides for its own uses and purposes and other tracks located inside of its right-of-way or yards and terminals.
6. **Consignee:** - The party to whom a shipment is consigned or the party entitled to receive the shipment.
7. **Consignor:** - The party in whose name cars are ordered.
8. **Constructive Placement:** - When a car cannot be actually placed because of any condition attributable to the consignor or consignee, such car will be held at an available hold point and notice will be given the consignor or consignee that the car is held awaiting instructions. Car Days will begin if instructions to NPB are not received before 0001 hours (See Car Days), of day following notification.
9. **Credit Day:** - Non-chargeable day. Credits can only be earned on those cars released from demurrage.
10. **Electronic Means:** - Any approved electronic device (t.e. approved computer application, e-mail, telephone, facsimile) used to communicate to CYO the disposition of a car.
11. **Forwarding Instructions:** - A bill of lading or other suitable order given to NPB, containing all of the necessary information to transport the shipment.
12. **Holidays:** - The following days will be considered NPB Holidays: New Year's Day, Labor Day, President's Day, Thanksgiving Day, Memorial Day, Christmas Day, Independence Day
13. **Loading:** -The complete or partial loading of a car in conformity with NPB loading and clearance rules, and the furnishing of forwarding instructions.
14. **Open Gate:** - When a consignee does not place any restrictions (physical or otherwise) on NPB to place cars on their siding upon arrival.
15. **Private Car:** - A car bearing other than railroad reporting marks and which is not a railroad controlled car.
16. **Private Track:** - Trackage assigned for individual use including privately owned or leased tracks.
17. **Public Delivery Track:** - Any accessible track open to the general public for loading or unloading.
18. **Railroad-Controlled Cars:** - A car provided to NPB directly, by car companies or others, for indiscriminate use by NPB in servicing any of its customers.
19. **Reload:** - When the same car is completely unloaded and then loaded. Reloading will be expressed (with cars unloading demurrage) from date of tender to date forwarding instructions are received.
20. **Stopped in Transit:** - When cars are held enroute because of any condition attributable to the consignor or consignee, or owner.
21. **Tender:** - When NPB gives notification that a car is available for unloading or loading by either actual or constructive placement to consignor or consignee.
22. **Unloading:** - The complete unloading of a car and notice from the consignee that the car is empty and available to NPB.
23. **Assignee:** - A shipper who has requested and has been assigned cars to a specific pool of cars for their use.
24. **Assignee car:** - A car of any ownership specifically requested and assigned to a shipper-From a pool of assignment service cars.
25. **Free Day:** - A non-chargeable storage day.
26. **Storage Day:** - A 24 hour period, or part thereof.
27. **Time:** - Local time is applicable. Time is expressed on the basis of the 24-hour clock. (EXAMPLE: 12:01 AM is expressed as 0001 hours.)

TARIFF NPB 6004-A

RULES AND OTHER GOVERNING PROVISIONS
GENERAL RULES AND REGULATIONS

ITEM 300 - NOTIFICATION REQUIREMENTS

1. The following notifications (including by electronic means) will be furnished as indicated:

Cars for Private Tracks

- (a.) Notification of constructive placement on all cars held on NPB tracks due to any condition attributable to consignee or consignor.
- (b.) Delivery of car upon consignee tracks will constitute notification.
- (c.) Delivery upon industrial interchange tracks of consignee or party entitled to receive same, will constitute notification.

Cars for Public Delivery Tracks

Notice of arrival will be given to party entitled to receive notification when car is actually placed.

Cars Stopped In Transit

Notice shall be sent or given to the consignee, consignor or owner ordering the car stopped upon arrival of car at the point of stoppage.

Refused Carload Freight

When advised of refusal of car at destination, notice will be sent or given to consignor or owner

2. Notification information provided:

- (a.) Car Initial and Number
- (b.) If contents transferred enroute. NPB will furnish car initial and number of the original car.

3. Methods and procedures for notification:

(a) Notification may be sent or given:

- (1) In writing by U.S. mail. When claim is made that notice was mailed at a later date or delayed through postal service, the date of mailing shall be determined by the postmark, if no postmark or no date appear, the records of NPB shall govern.
- (2) By personal telephone communication or electronic means. When consignor or consignee utilizes an electronic or mechanical device (either in written, oral or keyed data form) notification left on such device will be considered as having been given to consignor or consignee, as of the date and time transmitted.
- (b) Notice of arrival shall be sent or given: - Upon arrival of cars at destination (notification is given 7 days a week) for all cars held under order notify or other provisions which require surrender of bill of lading or payment of lawful charges.

ITEM 350 NOTIFICATION TO NPB:

A. When NPB personnel are not on duty to receive forwarding instructions, empty release information other or other disposition, consignor/consignee will have until 0001 hours (See Car Days, item 200) of the next day personnel are on duty to furnish such instructions, and they will be considered as having been furnished at the date and time the instructions could have been furnished.

B. When electronic or mechanical devices are used to furnish notification to NPB, the recorded date and time that instructions are received by NPB designated point of contact will govern.

TARIFF NPB 6004-A

 RULES AND OTHER GOVERNING PROVISIONS
 GENERAL RULES AND REGULATIONS

ITEM 400 - ALLOWANCES PERMISSIBLE FOR RELIEF OF DEMURRAGE CHARGES:

In order to be allowed relief as indicated, a claim must be presented to NPB, in writing, by the last day of the calendar month following the month in which the bill was issued, stating fully the conditions for which relief is claimed.

1. Railroad Error: - If, through railroad error, demurrage charges are assessed demurrage will be adjusted to the amount that would have accrued but for such error. (Run around and bunching of cars will not be considered as a railroad error.)

2. Weather Interference: - When because of earthquakes, tornadoes, hurricanes, floods or heavy snow, the operations of the consignor or consignee are disrupted, the demurrage directly chargeable thereto will be eliminated, provided the disruption exceeds two (2) days in duration.

3. Strike Interference: - When it is impossible to load or unload or receive cars from or make cars available to NPB because of strike interference at the point where the loading or unloading is to be accomplished, demurrage days will be charged for at the rate of \$30.00 per day during the period of strike interference, provided:

(a) The disruption exceeds five (5) days in duration during one calendar month.

(b) The provisions of this item will not apply to: - (1) Cars for unloading when waybills are dated four (4) days after the beginning of strike interference. (2) Cars for loading when ordered after the beginning and prior to the ending of strike interference.

4. Switching Delays:

(a) This allowance will be calculated and deducted from car days for car ordered and all others held under constructive placement when all cars on the patron's siding are empty and available at the time a switch is missed or should have been made. If all cars on the patron's siding are not empty at the time of alleged switching failure, allowance will be for the car so ordered and not placed.

(b) When a car is ordered for placement or delivery and this is not accomplished because non-service, allowance will be given for delay in placement. This allowance will apply to the car ordered placed, when held under constructive placement on NPB tracks.

(c) The allowance day(s) will be deducted from the Car Days for all day(s) after which the placement order was given to, but not including, the day on which the car is actually placed.

(d) For example, if a car is ordered placed on day 3 of the month, but not actually placed until day 5 of the month, day 4 of the month will be an allowance day and not a chargeable demurrage day for that car and all cars held under constructive placement on NPB tracks during that time.

ITEM 450 - CARS AWAITING CUSTOMS INSTRUCTIONS PAYMENT OF DUTIES:

Cars delayed on carriers' tracks longer than forty-eight (48) hours, awaiting completion of customs documentation or payment of duties, will begin to accrue normal demurrage charges.

Item 500 - CARS SUBJECT TO DEMURRAGE**GENERAL APPLICATION**

(A) Applicable at all points on NPB.

(B) The disposition of a car at its point of detention determines the purpose for which the car is held and the rules applicable thereto.

(C) All railroad controlled cars held for or by consignors or consignees for any purpose are subject to demurrage rules and charges in this section, except as follows:

(1) Cars moving under freight rates requiring application of special demurrage rules - When authorized in contracts or other agreements.

(2) Private cars are not subject to demurrage rules.

(3) Cars containing freight refused or unclaimed to be sold by NPB for the time held beyond legal requirements.

(4) Cars assigned to shippers returned to points of assignment under load when material is authorized to be returned without freight charges under provisions of freight publication.

(5) Cars assigned to shippers returned empty to point of assignment while subject to storage rules.

(6) Empty railroad equipment moving on own wheels under transportation charges as freight.

(7) Cars of railroad ownership, leased for storage of commodities, while held on lessee's tracks.

(8) Empty cars placed and not used for loading subject to switching charges, unless rejected and found as unsuitable for loading

TARIFF NPB 6004-A

 RULES AND OTHER GOVERNING PROVISIONS
 GENERAL RULES AND REGULATIONS

ITEM 600 - RULE GOVERNING CARS HELD FOR LOADING:

Loading: - is the complete or partial loading of a car in conformity with NPB loading and clearance rules, including the furnishing of forwarding instructions.

Tender: - The notification, actual or constructive placement of an empty car placed on orders of the consignor.

Release:

- (a) On date forwarding instructions are received; when received by U.S. mail, such instructions will be considered received after 0001 hours (See Car Days, Item 200) on date received.
- (b) On empty cars placed on interchange tracks of consignor performing his own switching, time will also continue until cars are returned to an interchange track.
- (c) On cars found to be overloaded or improperly loaded while at origin will not be considered released until the load has been adjusted.

Computation:

- (a) Car Days will be computed from the first 0001 hours (See Car Days, Item 200) after tender (i) until released with forwarding instructions for Railroad Controlled Cars, or (ii) until placement is made for Private Cars. In the case of Private Cars, the separate calculation for originating storage charge will be computed from the time that the loaded car is pulled and held on railroad controlled tracks by NPB without forwarding instructions to time of receipt of required forwarding instructions.
- (b) On cars placed prior to date for which ordered, Car Days will be computed from the first 0001 hours (See Car Days, item 200) after ordered until release.
- (c) On empty cars placed, without being ordered, will be considered as having been ordered and actually placed on that day.

Credits:

- (a) Three (3) credits will be earned for each Railroad Controlled car released on which disposition is given.
- (b) Two (2) credits will be earned for each private car under constructive placement.
- (c) Zero (0) credits will be earned for each private car pulled for which forwarding instructions have not been received.
- (d) Zero (0) credits will be earned when an empty private car is actually placed in lieu of being constructively placed.

Calculation: See Demurrage/Storage Calculation Item 950

ITEM 700 - RULES GOVERNING CARS HELD FOR UNLOADING:

Unloading is the complete unloading of a car and advice from consignee to NPB that the car is empty and available or a car has been reloaded and forwarding instructions are received.

Tender: - The notification, actual or constructive placement of each loaded car.

Release:

- (a) Date and time that NPB receives advice that the car is empty.
- (b) Cars placed on interchange tracks of a consignee doing its own switching, must also be returned to the interchange track for release.
- (c) When cars are unloaded by NPB, those cars will be released at the time the request to unload is received by NPB from the consignee.
- (d) When the same car is unloaded and reloaded, when forwarding instructions are received.

Computation: Car Days will be computed from the first 0001 hours (See Car Days, Item 200) after tender until release.

Credits:

- (a) Three (3) credits will be earned for each Railroad Controlled car released on which disposition is given.
 - (b) Two (2) credits will be earned for each private car under constructive placement.
 - (a) One (1) additional credit will be provided when the same car is reloaded.
-

TARIFF NPB 6004-A

 RULES AND OTHER GOVERNING PROVISIONS
 GENERAL RULES AND REGULATIONS

ITEM 800 - RULE GOVERNING CARS HELD FOR PURPOSES OTHER THAN LOADING OR UNLOADING

Applicable to Cars Held:

- (a) On orders of the consignee.
- (b) While awaiting proper disposition from the consignee.
- (c) As a result of conditions attributable to the consignee.

Disposition: That information, which allows NPB to either tender or release the car from the consignee's account.

Tender: The notification, actual or constructive placement of a loaded car.

Release: Date and time that NPB receives advice that the car is reloaded and on which disposition is given on cars.

Computation: Car Days will be computed from the first 0001 hours (See Car Days, Item 200).

- (a) After tender until release, on cars: (1) Partially unloaded. (2) Reconsigned. (3) Stopped in transit.
- (b) After tender until date of refusal on refused loaded cars (consignee).

Credits: No credit days will be earned for a car that is released.

ITEM 900 – DEMURRAGE/STORAGE PLAN

1. Billing will be tendered on a monthly basis for all cars released during a calendar month.
2. Customers having facilities at separate stations cannot be combined.
3. Credit days and car day charges for cars held for unloading or other purposes will be kept separately from cars held for loading.
4. Credit days earned in one calendar month cannot be carried over to another month.
5. Unless otherwise advised, in writing, demurrage charges will be assessed against the consignor at origin or consignee at destination who will be responsible for payment.
6. Customer having two or more facilities at the same station with NPB may combine the accounts into one if requested in writing.
7. All days count including Saturday and Sundays. Seven (7) holidays will not be subject to demurrage (See Holidays, Item 200).

ITEM 950 – DEMURRAGE/STORAGE CALCULATION:

- A.
 1. Total car days for all Railroad-Controlled cars will be added. (Car/days are net of holidays (See Holidays, Item 200) and non-service allowance days).
 2. Total credits for all Railroad-Controlled cars will be added.
 3. If total credits equal or exceed total net car days, demurrage charges will not be assessed.
 4. If total net car days exceed the total credits, calculation of charges will be made as follows:
 - (a) Subtract total credit days from total car days to determine chargeable days.
 - (b) The number of chargeable days will be assessed \$60.00 per day.
- B.
 1. Total car days for all private cars will be added. (Car/days are net of holidays (See Holidays, Item 200) and non-service allowance days).
 2. Total credits for all private cars will be added.
 3. If total credits equal or exceed total net car days, storage charges will not be assessed.
 4. If total net car days exceed the total credits, calculation of charges will be made as follows:
 - (a) Subtract total credit days from total car days to determine chargeable days.
 - (b) The number of chargeable days will be assessed \$20.00 per day.

TARIFF NPB 6004-A

RULES AND OTHER GOVERNING PROVISIONS
GENERAL RULES AND REGULATIONS

ITEM 1000 - STORAGE OF EXPLOSIVES, HAZARDOUS MATERIALS, SUBSTANCES OR WASTES (SUBJECT TO PUBLICATION BOE 6000 - hazardous materials regulations of the department of transportation)

Application: This item applies to cars held on NPB tracks (excluding leased tracks) containing:

- (a) Class A, B or C Explosives, named in Part 172 Commodity List, Publication BOE 6000.
- (b) Hazardous materials, substances, or wastes requiring the use of 4-digit identification number on shipping document, placards or panels, as named in Part 11 Section 172.101, Publication BOE 6000.

Demurrage charges for railroad-controlled cars will be in addition to charges provided in this item and Storage Charges on private cars will be in addition to this item.

Storage Days will Commence: After the date of constructive placement and on each car, two free days are given to the Consignee. Storage days commence from the third day 0001 hours (See Time, Item 200) and continue until the car is ordered placed on private tracks or released.

Storage Plan:

1. Total car days for all hazardous material cars will be added. (Car/days are net of holidays (See Holidays, Item 200) and non-service allowance days).
 2. Total credits for all hazardous material cars will be calculated as private cars (Item 700) and added.
 3. If total credits equal or exceed total net car days, demurrage charges will not be assessed.
 4. If total net car days exceed the total credits, calculation of charges will be made as follows:
 - (a) Subtract total credit days from total car days to determine chargeable days.
 - (b) The number of chargeable days will be assessed \$50.00 per day.
-

NPB 8100-I
Cancels
NPB 8100-H

**NORFOLK AND PORTSMOUTH BELT LINE
RAILROAD COMPANY**

TARIFF NPB 8100-I

CANCELS

TARIFF NPB 8100-H

**SWITCHING CHARGES
ALSO
CHARGES FOR MOVEMENT INVOLVING
WEIGHING AND RE-WEIGHING LIGHT OR LOADED CARS
AND
CHARGES FOR SPECIAL SERVICE OF ENGINE AND TRAIN CREW
AT
CHESAPEAKE, NORFOLK AND PORTSMOUTH, VA
AND VICINITY**

ISSUED December 15, 2009

EFFECTIVE February 1, 2010

ISSUED BY
NORFOLK & PORTSMOUTH BELT LINE RAILROAD COMPANY
P. O. Box 7547
1050 Virginia Avenue
Portsmouth, VA 23707

TARIFF NPB 8100-I

**RULES AND OTHER GOVERNING PROVISIONS
GENERAL RULES AND REGULATIONS**

RULE 1 -- Following is list of Railroads connecting with Norfolk and Portsmouth Belt Line Railroad Company:

CSX Transportation, Inc.
Norfolk Southern Railway Company
Bay Coast Railroad

RULE 2 -- Switching charges named herein will include the placement of an empty car to be loaded, and return of the same car loaded, or the placement of a loaded car and the return of the same car empty.

RULE 3 -- Except as otherwise provided in this Tariff, the rates per loaded car published in this Tariff will also apply on empty cars, new or old, moving on revenue billing.

RULE 4 -- Settlement for detoured trains will be made in accordance with rules of Detour Agreement adopted by the Association of American Railroads for Detouring Trains.

RULE 5 -- If an empty car is ordered for loading and if the service of switching or placing it has been performed and the car is not loaded for movement over this railroad, the switching charge for a loaded car as shown in Item 120, will be collected from the person, firm or corporation ordering such car. Not applicable in connection with empty cars refused or rejected by shipper account defective or unfit for loading.

RULE 6 -- Charges published herein apply to or from sidings and industries served directly by the rails of the Norfolk and Portsmouth Belt Line Railroad Company, also to or from sidings and industries reached by the Norfolk and Portsmouth Belt Line Railroad Company under operating agreements with other railroads.

RULE 7 -- DEMURRAGE RATES AND REGULATIONS -- All cars handled under this Tariff will be subject to the established car demurrage rules and charges as published in Tariff NPB 6004 Series or successive issues thereof. (See Exception).

EXCEPTION -- Where switching service is performed on traffic moving under line-haul rates which are subject to special detention charges and rules, such traffic, loaded in rail cars will be subject to the same detention charges and rules as applicable in connection with line-haul rates.

RULE 8 -- APPLICATION OF SHIPMENTS LOADED IN ARTICULATED CARS -- When shipments are loaded in so-called articulated cars (two or more car units permanently or temporarily joined together), the switching charges published in this Tariff will apply separately to each unit of the articulated equipment.

For explanation of reference marks, see concluding page of this Tariff.

TARIFF NPB 8100-I

**RULES AND OTHER GOVERNING PROVISIONS
GENERAL RULES AND REGULATIONS**

ITEM 10

STATION LISTS AND CONDITIONS

This tariff is governed by the Official List of Open and Prepay Stations, ICC OPSL 6000-Series to the extent shown below:

PREPAY REQUIREMENTS AND STATION CONDITIONS

(A) For additions and abandonments of stations, and except as otherwise shown herein, for prepay requirements, changes in names of stations, restrictions as to acceptance or delivery of freight and changes in station facilities. When a station is abandoned as of a date specified in the above named tariff, the rates from and to such station as published in this tariff are inapplicable on and after that date.

GEOGRAPHICAL LIST OF STATIONS

(B) For geographical list of stations referred to in this tariff by station numbers.

STATION NUMBERS:

(C) For the identification of stations when stations are shown or referred to by numbers in this tariff.

ITEM 20

REFERENCE TO TARIFFS, ITEMS, NOTES, RULES, ETC.

(A) Where reference is made in this tariff to tariffs, items, notes, rules, etc., such references are continuous and include supplements to and successive issues of such tariffs and reissues of such items, notes, rules, etc.

(B) Where reference is made in this tariff to another tariff by STB Number, such reference applies also to such tariff to the extent it may be applicable on intrastate traffic.

ITEM 40

CONSECUTIVE NUMBERS

Where consecutive numbers are represented in this tariff by the first and last numbers connected by the word "to" or a hyphen they will be understood to include both of the numbers shown. If the first number only bears a reference mark, such reference mark also applies to the last number shown and to all numbers between the first and last numbers.

ITEM 75

METHOD OF CANCELLING ITEMS

As this tariff is supplemented, numbered items with letter suffixes will be used in alphabetical sequence starting with A. Example: Item 445-A cancels Item 445, and Item 365-B cancels Item 365-A in a prior supplement, which in turn cancelled Item 365.

ITEM 100

METHOD OF DENOTING REISSUED MATTER IN SUPPLEMENTS

Matter brought forward without change from one supplement to another will be designated as "Reissued" by a reference mark in the form of a square enclosing a number (or letter, or number and letter) being that of the supplement in which the reissued matter first appeared in its currently effective form. To determine its original effective date, consult the supplement in which the reissued matter first became effective.

For explanation of reference marks, see concluding page of this Tariff.

TARRIFF NPB 8100-1

**RULES AND OTHER GOVERNING PROVISIONS
GENERAL RULES AND REGULATIONS**

ITEM 105**PENALTY CHARGE FOR UNAUTHORIZED APPROPRIATION OF
RAILROAD-OWNED CARS FOR NON-REVENUE MOVEMENTS**

When a railroad-owned car is appropriated for the non-revenue movement of freight without a specific prior authorization from NPB, a penalty charge of \$430.00 per car per movement will be assessed against the party appropriating such car. Such charge will be in addition to all other charges applicable to such car (See Note 1).

The payment of demurrage, detention, car storage or switching charges does not permit the unauthorized use or additional loading of empty or loaded cars which have been placed by this railroad for loading or unloading (See Note 2).

NOTE 1. This penalty charge does not apply to intraplant movements by other than railroad-owned power which are necessary to facilitate the loading or unloading of railroad-owned cars in connection with immediately prior or subsequent revenue movements, either switching or line-haul.

NOTE 2. Unauthorized use of a railroad-owned car refers to the unauthorized movement of a car by other than railroad-owned power beyond the confines of the industry where car was originally placed by this railroad for loading or unloading.

ITEM 110**CARS MOVED FROM LOADING TRACKS WITHOUT BILLING AND HELD
ON CARRIER'S HOLD TRACKS AWAITING BILLING INSTRUCTIONS**

Except as otherwise provided for in this Tariff, when on shipper's order, cars are moved by carrier from industry or team tracks without billing and held on carrier's tracks awaiting forwarding instructions as defined in Item 200, Part 10. Tariff NPB 6004-Series, a charge of \$52.00 per car will be assessed against the party responsible for furnishing such forwarding directions and the cars will remain on continuous demurrage or detention (See Note) in the demurrage account of the party in whose name the car was ordered until such forwarding directions are received by carrier's agent. (See Exception).

On car or cars removed from industry or team tracks on shipper's order and held awaiting billing instructions on carrier tracks and such car or cars are ordered back to the original industry or team tracks, the hold for disposition charge of \$52.00 per car will be assessed for switch movement to the hold point on NPBL and a switching charge of \$220.00 per car will be assessed for movement from hold point on NPBL back to original industry or team tracks. Provided that in case move is inter-terminal, the applicable inter-terminal switching charge will apply in each direction in addition to the holding charge of \$52.00. In all cases of hold for disposition, cars will remain on continuous demurrage.

EXCEPTION -- The charge of \$52.00 per car will not apply when carrier's agent receives forwarding directions by noon of the day following performance of the service excluding Saturdays, Sundays and Holidays as defined in Item 200, Part 11, Tariff NPB 6004-Series.

NOTE -- On cars under special detention rules and charges, the same detention rules and charges will be applied as govern in connection with the line-haul rates.

For explanation of reference marks, see concluding page of this Tariff.

TARRIFF NPB 8100-1

**SWITCHING CHARGES OF THE
NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY**

ITEM 120	<u>INTRA-TERMINAL SWITCHING</u>	<u>CHARGE PER CAR</u>
A. Except as provided in Paragraph B, between industries, sidings or tracks located on or served by Norfolk and Portsmouth Belt Line Railroad Company	(1)	\$331.00
B. Cars switched between private sidings and leased storage tracks served by Norfolk and Portsmouth Belt Line Railroad	(1)	\$295.00

ITEM 125	<u>LINE HAUL SWITCHING</u>	<u>CHARGE PER CAR</u>
Between industries or sidings located on or served by Norfolk and Portsmouth Belt Line Railroad Company and interchange tracks with connecting lines on Shipments originating at or destined to points located beyond yard or switching Limits of connecting lines:		
A. <u>Applicable on all commodities</u>	(1)	\$210.00

ITEM 130	<u>INTER-TERMINAL SWITCHING</u>	<u>CHARGE PER CAR</u>
Between industries or sidings located on or served by Norfolk and Portsmouth Belt Line Railroad Company and interchange tracks with connecting lines:		\$262.00

ITEM 135	<u>INTERMEDIATE SWITCHING</u>	<u>CHARGE PER CAR</u>
Between interchange tracks with connecting lines:		
(a) <u>Applicable on all commodities</u>		\$155.00

For explanation of reference marks, see concluding page of this Tariff.

TARIFF NPB 8100-I

**SWITCHING CHARGES OF THE
NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY**

**SWITCHING CHARGES, ALSO
CHARGES FOR WEIGHING AND RE-WEIGHING LIGHT AND LOADED CARS
CHARGES FOR SPECIAL SERVICE OF ENGINE AND TRAIN CREW
NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY**

ITEM 140**MOVEMENT INVOLVING WEIGHING**

(See Note A below)

CHARGE PER CAR(A) Weighing cars on private scales located at the industry:

When weighed before placement	\$50.00
When weighed after placement and	\$50.00
For weighing outbound cars loaded or empty before removal from track of industry	\$50.00

(B) Weighing cars on other private scales (See Note B below):

For weighing inbound loaded cars, when so requested before actual, or constructive placement, or loaded outbound cars when so requested before removal from loaded track and	\$100.00
For weighing empty cars, when so requested before placing on loading track or removal from unloading track	\$100.00

NOTE A -- Charges shown in this item are for handling of car incidental to weighing
and are in addition to switching charges herein for the required handling.
Norfolk and Portsmouth Belt Line Railroad Company does not own or operate track scales.

NOTE B -- Those desiring the weighing on private scales must make their
own arrangements with the owners of the scales for their use.

ITEM 150

**SWITCHING CHARGE ON CARS RECEIVED IN ERROR
OR NO FORWARDING DIRECTIONS**

CHARGE PER CAR

Cars received by Norfolk and Portsmouth Belt Line Railroad Company,
in error or without necessary forwarding directions, will be handled in
accordance with AAR Car Service Rule 7.

If cars are returned to the tendering carrier, forwarded to the proper carrier, or require holding, Norfolk and Portsmouth Belt Line Railroad Company may assess the tendering carrier	\$262.00
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For explanation of reference marks, see concluding page of this Tariff

TARIFF NPB 8100-I

**SWITCHING CHARGES OF THE
NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY**

ITEM 155	<u>LOCOMOTIVES, STEAM SHOVELS, BONDING CARS, DERRICKS ON CRANES, DEAD ON OWN WHEELS LOCOMOTIVES, ON OWN WHEELS, UNDER STEAM IN CHARGE OF PILOT. (See Note)</u>	<u>CHARGE PER CAR</u>
(A). When handled between interchange tracks with connecting lines		\$264.00
(B). When handled between interchange tracks with connecting lines and industries or sidings located on or served by Norfolk and Portsmouth Belt Line Railroad Company		\$264.00
(C). When handled between industries or sidings located on or served by Norfolk and Portsmouth Belt Line Railroad Company		\$264.00
NOTE -- Cost of Pilot when furnished by Norfolk and Portsmouth Belt Line Railroad Company will be in addition to the switching charge.		

**SWITCHING CHARGES, ALSO
CHARGES FOR WEIGHING AND RE-WEIGHING LIGHT AND LOADED CARS
CHARGES FOR SPECIAL SERVICE OF ENGINE AND TRAIN CREW
NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY**

ITEM 160	<u>INTRA-PLANT SWITCHING</u>	<u>CHARGE PER CAR</u>
(A). Except as provided in Paragraph B, for switching car between two points on same track or from one track to another track entirely within the confines of the same (single) plant or industry	(1)	\$133.00
(B). For switching car between two points on same track or from one track to another track entirely within the confines of the same (single) plant or industry when use of carrier rails is involved	(1)	\$223.00

ITEM 165	<u>SPECIAL SWITCHING SERVICE/SPECIAL TRAIN SERVICE</u>	
A. For special switching service of engine and train crew, on request of industry, when regularly assigned on duty switch crew is requested(See Notes.....		\$350.00 (per hr)
Note 1. Special Switching service is defined as switching other than required by ordinary operating convenience.		
Note 2. Special switching service will be provided subject to the availability of engine and crews and will be provided at the sole discretion of the NPBL.		
Note 3. The charge for special service is per hour with a minimum of 2 hours and will be in addition to published tariff charges for cars switched.		
B. For Special Train Service of engine and train crew, outside regular assigned duty, furnished an industry for its use.		\$3,500.00
Note 1. Charge will apply for a minimum of 8 hours or fraction thereof.		
Note 2. An additional charge of \$440.00 per hour or fraction thereof will apply for assignment of engine and crew beyond eight (8) hours, with a maximum of twelve (12) hours for each assignment.		
Note 3. Charge will be computed from the time the crew starts duty at its home terminal until the crew ends duty at its home terminal.		
Note 4. Special Train service will be provided subject to the availability of engine and crews and will be provided at the sole discretion and option of the NPBL.		
Note 5. This charge will be in addition to published tariff charges for cars switched. For explanation of reference marks, see concluding page of this Tariff.		

TARIFF NPB 8100-I**SWITCHING CHARGES OF THE
NORFOLK AND PORTSMOUTH BELT LINE RAILROAD COMPANY****ITEM 170****SWITCHING - TURNING OF CARS TO PERMIT LOADING AT STOP-OFF
POINTS OR UNLOADING AT STOP-OFF POINTS OR DESTINATIONS:**

1. In instances where it is desired that freight in carloads be placed on delivery tracks for loading at stop-off points or unloading at stop-off points or destinations from one particular side or end of car, cars must be properly placarded on both sides and notation made on bill of lading and waybill substantially as follows:

NOTICE TO CARRIER

Deliver Car for loading or unloading from door or end specified by placard.

2. On freight in carloads, not properly placarded on both sides of car to load or unload from one particular side or end of car, which shipper or consignee, after initial placement of car directs carrier to turn and return to the same track for loading or unloading from opposite side or end of car, the following shall apply:

CHARGES (See Note 1)

(A) If the car is turned at a "Y" or a turntable within the confines of an industry apply the intra-plant switching charge published in Item 160.

(B) If the car is turned at a "Y" or a turntable within the same switching district, but outside the confines of the industry, apply intra-terminal switching charge published in Item 120.

NOTE I -- If Bill of Lading carries notation that car has been placarded, and placard has disappeared before placement, the charge named herein will not apply.

EXPLANATION OF ABBREVIATIONS**ABBREVIATION****EXPLANATION**

STB -----	Surface Transportation Board.
Noibn -----	The abbreviation "noibn" means that the description of which it is a part applies on articles included in the same "noibn" description in Tariff ICC UFC 6000-Series.
OPSL -----	Official List of Open and Prepay Stations.
RER-----	Railway Equipment Register.
RPS -----	Railroad Publication Service.
STCC -----	Standard Transportation Commodity Code.
Viz -----	Namely.

EXPLANATION OF REFERENCE MARKS**REFERENCE
MARKS****EXPLANATION**

- A. Increase.
- (1) Where this reference mark is referred to, the rates or charges published for application on intra-plant, intra- terminal, or inter-terminal switching service apply only when loaded in or on ordinary equipment.
- Ordinary Equipment Means:
1. Box cars not exceeding 52 feet in length, inside measurement, but not including box cars of any length which are cushioned underframe, insulated or equipped with any type of loading devices or XF cars.
 2. Flat cars not exceeding 54 feet in length and having marked capacity not greater than 180,000 pounds; but not including flat cars of any length equipped with racks, frames, bulkheads, tie down devices, hoods, or other appurtenances extending above the deck of the car, nor on special type flat cars with mechanical designations "FD", "FG", "FW", "FM" as listed under the heading of Heavy Capacity and Special Type Flat Cars in Tariff ICC RER 6410-Series.

(Continued on following page) For explanation of reference marks, see concluding page of this Tariff.

TARIFF NPB 8100-i

(Concluded)

EXPLANATION OF REFERENCE MARKS

3. Gondola cars having marked capacity not greater than 190,000 pounds, but not including gondola cars of any length equipped with covers, hoods, containers or cradle floors. (See Exception 2).
4. Open top hopper cars not exceeding 60 feet in length, inside measurement and having marked capacity not exceeding 180,000 pounds.
5. Cars other than described as ordinary equipment in Paragraphs 1 to 4, owned or leased by shipper or consignee.

When shipments that are both loaded and unloaded within the same switching district are loaded in or on cars that are other than ordinary equipment, the charge to apply will be the charge published herein for application to shipments loaded in or on ordinary equipment as described in Paragraphs 1 to 5 above, plus \$300.00 per car for use of other than ordinary equipment (See Exception 1). On joint line movements, the foregoing charge will be assessed only once regardless of the number of carriers used and will be divided \$150.00 per carrier when two carriers are involved, and \$100.00, \$100.00 and \$100.00 per carrier when three carriers perform the switching service. (See Exceptions 2 and 3).

EXCEPTION 1 -- These provisions will not apply on shipments of Coal, Coke (the direct product of Coal), or Iron-Ore.

EXCEPTION 2 -- These provisions will not apply on shipments of ferrous scrap when in gondola cars having a marked capacity greater than 190,000 pounds when such cars are furnished at carrier's convenience in lieu of ordinary gondola cars ordered by shipper provided that the following certification is made on the shipping document by shipper:

- A. Ordinary gondola cars of 190,000 pounds capacity or less ordered by shipper and car over 190,000 pounds capacity furnished by carrier.
- B. Shipment could have been loaded in size of car ordered.

EXCEPTION 3 -- These provisions will not apply on shipments of grain, soybeans, soybean meal, cement fertilizer or fertilizer material in covered hopper cars.

-THE END-

Exhibit C

PROPOSED 2010 CAPITAL EXPENDITURE PROGRAM

ITEM NO. -----		TOTAL COST -----	VDRPT GRANT -----	NPBL NET COST -----
1.	Industrial Turnout	\$ 30,000		\$ 30,000
2.	Annual NPBL Track Maintenance Program	\$200,000		\$200,000
3.	Rehabilitate the East Fender System on MLB	\$650,000	\$455,000	\$195,000
4.	Rehabilitate Bridge No.1 on Sou. Branch	\$200,000	\$140,000	\$ 60,000
5.	Miscellaneous Discretionary Items	\$ 25,000		\$ 25,000
6.	Replace Company Vehicle	\$ 30,000		\$ 30,000
		=====	=====	=====
	FY10 TOTAL:	\$1,135,000	\$595,000	\$540,000

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